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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
	:	Case Nos. 00-B-41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF	:	through 00-B-41196 (SMB)
CENTERS, INC., <u>ET AL.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	

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ORDER TO SHOW CAUSE

Upon the annexed affidavit of Phillip J. Gund, sworn to on January 7, 2001 (the "Gund Affidavit") and the motion (the "Motion") of the above-captioned debtors and debtors in possession (the "Debtors") for entry of an order (i) fixing an emergency interim hearing on the Debtors' request for authority to enter into Amendment No. 3 of the Revolving Credit and Guaranty Agreement dated as of June 2, 2000, as amended (the "Postpetition Financing Agreement"), and to grant liens and superpriority administrative expense status for the interim funding provided under Amendment No. 3; and (ii) scheduling a final hearing on the relief sought in the Motion and approving the manner of notice of such final hearing, pursuant to sections 361, 362, 363 and 364 of title 11, United States Code (the "Bankruptcy Code") and

Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and due deliberation having been had, and good and sufficient cause having been shown, it is hereby

ORDERED, that all parties shall show cause before the Honorable Stuart M. Bernstein, Chief United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408 in Room 723 on the **11th** day of January, 2001 (the “Hearing Date”) at **2:00 p.m.** or as soon thereafter as counsel can be heard, why the Motion should not be granted on an interim basis and an order issued, pursuant to sections 361, 362, 363 and 364 of the Bankruptcy Code and Bankruptcy Rule 4001, immediately authorizing interim funding on an emergency basis under Amendment No. 3 to the Postpetition Financing Agreement and granting liens and superpriority administrative expense status with respect to such interim funding as requested in the Motion, pending a final hearing on the Motion, and for such other relief as is just, and it is further;

ORDERED, that the Debtors shall, by no later than **2:00 p.m.** on January **9**, 2001, provide notice of this Order To Show Cause and the Motion **SMB 1/9/01** ~~by telephone or by facsimile~~ transmission **SMB 1/9/01** **of this Order to Show Cause together with notification that the Motion and supporting papers are available by accessing this Court’s internet site at www.nysb.uscourts.gov** upon: (i) the Office of the United States Trustee; (ii) counsel to the Official Committee of Unsecured Creditors; (iii) counsel to The Chase Manhattan Bank, as Agent; and (iv) the Pre Petition Non Primed Lenders (as defined in the Motion); and it is further

ORDERED, that notice of this Order To Show Cause, in accordance with the preceding decretal paragraph shall constitute good and sufficient notice of the Hearing Date and all other and further notice is hereby waived.

Dated: New York, New York
January 9, 2001
Time: _____ .M.

/s/ **STUART M. BERNSTEIN**
UNITED STATES BANKRUPTCY JUDGE